



3-24-2006

Minutes Board of Directors Meeting: March 24, 2006

The DaVinci Institute

Abstract

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Recommended Citation

The DaVinci Institute, "Minutes Board of Directors Meeting: March 24, 2006" (2006). *Minutes and Agendas*. 44.
<https://dc.swosu.edu/davmins/44>

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**DaVinci Institute
Board of Directors**

Minutes of Regular Meeting
March 24, 2006

Directors met in the Conference Room of the Oklahoma State Regents for Higher Education in Oklahoma City.

Attending the meeting were the following directors:

Dr. Mary Brodnax, Kyle Dahlem, Scott Hale, Dr. Ed Huckleby (via teleconference), John McCarroll, Dr. Ramona Paul and Dr. Flo Potts.

Also attending were Billi Kaye Meacham and advisory board members Terri Cummings, Jean Hendrickson and Susan McCalmont.

The meeting was called to order by Chairman Dr. Brodnax at 12 noon. Roll call was conducted with a quorum of seven directors present. Approval of the minutes, with one correction, of the January 6, 2006, meeting was unanimous. Ms. Dahlem made the motion, seconded by Mr. McCarroll.

The financial report was given by Ms. Meacham. As of March 24, the organization has a balance of \$51,708.71. The report was accepted unanimously upon the motion made by Dr. Paul and seconded by Ms. Dahlem.

Mr. McCarroll then reported on suggested changes to the bylaws. He presented a motion to approve the following amendment:

Insert into Section 5 of Article IV Board of Directors:

SECTION 5.1. *Action without Meeting.* Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of directors of the Board consents thereto in writing. Such written Action by consent by a majority of directors of the Board shall have the same effect as action taken at a meeting of the Board of Directors and shall be filed with the Secretary of the corporation and made a part of the minute of proceeding of the Board of Directors.

SECTION 5.2. *Video/Telephonic Meetings.* Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 5.3. *Advisory Directors/Powers.* Advisory Directors to the Corporation may be appointed by the Board of Directors from time to time for the purpose of: (i) honoring such person, and (ii) recognizing the common interests, they share in the purposes the Corporation. None of the powers of the Corporation shall be exercised by any Advisory Director. Advisory Directors shall have no fiduciary or other responsibility to the Corporation or its members, including without limitation

responsibility for management or conduct of the business of the Corporation. Advisory Directors shall be welcome to attend any and all meetings of members or the Board of Directors, but shall have no duty or other obligation to attend any such meetings. The Corporation may give Advisory Directors notice of the meetings of members and the Board of Directors.

SECTION 5.4. *Advisory Directors Numbers, Appointments and Terms of Office.*

The Board of Directors shall appoint such number of Advisory Directors as the Board of Directors deems appropriate from time to time. The appointment of each Advisory Director shall be for such term as the Board of Directors determines for that Advisory Director.

SECTION 5.5. *Resignation/Removal of Advisory Directors.* An Advisory Director shall be free to resign at any time without cause. Correspondingly, the Board of Directors shall have the right to terminate the appointment of any Advisory Director at any time without cause.

The motion was seconded by Dr. Potts and passed unanimously.

Ms. Meacham then gave the executive director's report in which she noted that mailings have been sent to 43 colleges asking them to submit candidates for the DaVinci Fellows award. Four outstanding scholars will be recognized with awards of \$1,000 each. The Kirkpatrick Foundation will donate \$5,000 to fund the awards. An additional \$1,000 has been set aside to pay for medals to be struck for the winners.

Ms. Meacham also reported that she is continuing to explore internships to help with DaVinci projects.

President Brodnax then reported on Membership and Fundraising. Ms. Meacham indicated that invoices are being prepared for institutions to renew their memberships at the \$500 level. Also, several grant applications are being prepared. A discussion followed regarding the need to diversify funding for DaVinci, especially important to maintain the Internal Revenue status as a 501 (c) 3 organization. Board members were reminded to keep track of donated, in-kind services received by DaVinci as this will help show the diversity of support.

President Brodnax discussed the need to name new chairs for the Membership and Fundraising and the Board Development committees.

The Program Committee report included discussion of the upcoming May 23 event at the new Oklahoma History Center at 2104 North Laird Avenue across from the Capitol. The goal is to have about 200 patrons at the dinner and lecture by Dr. Kenneth Klabunde. Revenue would come from sale of tables at \$500 for institutions and \$1,000 for corporations.

President Brodnax then discussed the Lecture Series for the coming year. One of the subjects could be a New Media Fair in which vendors, speakers and displays could demonstrate the changing world of media. This could include technologies such as blogging, podcasting, gaming, instant messaging via text and video, etc. Although these technologies have evolved rapidly during the past two years, they are having large impacts on creative process today. A committee was named comprised of Mr. McCarroll, Dr. Brodnax, Mr. Hale and Dr. Faltyn to plan a Fall 2006 event.

Ms. Dahlem then reported on the Scholars and Fellows programs and expressed thanks for the funding for the May 23 awards from the Kirkpatrick Foundation.

Ms. McCalmont was asked to update the group on the Creativity Project. She noted that as the project has evolved, it has become apparent that a separate non-profit board be established to administer its many facets. Several ongoing programs and projects will continue and will be enlarged, the ultimate objective is to have the year 2008 be named the "Year of Creativity" in Oklahoma. This will help focus the state on its future at the conclusion of Oklahoma's centennial celebration in 2007.

In other business, Ms. Hendrickson reported on the growth of A+ Schools and the desire to involve more Tulsa area schools in the program. She also said Oklahoma A+ Schools have been recognized nationally for their work and the growth over the past year.

In new business, Ms. Cummings suggested that as DaVinci expands its activities it might be appropriate to have the board meet more often than every other month. President Brodnax agreed that this was a topic to be discussed at the May meeting.

There being no further business, the meeting was adjourned at 1:55 p.m. The next regular meeting is set for May 19, 2006.

Respectfully submitted by John McCarroll.

Approved on _____
